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Attorneys for Defendant

InterSearch Worldwide, Ltd. for Limited Purpose

Cook Associates, Inc.

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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INTERSEARCH GROUP, INC. :

Plaintiff, : Civil Action No. 07 Civ. 03545.
(DAB) (KNF)

-against-

INTERSEARCH WORLDWIDE, LTD. :

**DECLARATION OF MR.
HEINZ-DIETER HESTERMANN
IN SUPPORT OF
DEFENDANT'S MOTION TO
DISMISS**

Defendant. :

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1. I, Heinz-Dieter Hestermann, am a Director of Defendant InterSearch Worldwide, Ltd. ("InterSearch"). I make these statements of my own personal knowledge unless the context indicates otherwise.
2. InterSearch is an organization of executive search and human resource consultancy firms from all over the world, and is a corporation organized under the laws of the United Kingdom with a place of business at The Old Counsel Chambers, Halford Street, Tamworth, Staffordshire B79 7RB, United Kingdom.

3. InterSearch licenses its members to use InterSearch's INTERSEARCH marks (with and without design elements) under an agreement with its members (the "InterSearch Member Agreement").
4. The InterSearch Member Agreement was not negotiated or drafted in New York, and was executed by the members of InterSearch in various places all over the world.
5. The InterSearch Member Agreement specifies that it is to be governed by the laws of the United Kingdom and requires disputes to be resolved in the United Kingdom.
6. InterSearch has never had a place of business, employees, phone numbers, bank accounts or other property in New York.
7. InterSearch previously had a member licensee, Conex, Inc., which had offices in New York.
8. Conex signed the InterSearch Member Agreement.
9. Conex's license under the InterSearch Member Agreement and membership in InterSearch were terminated before the end of August 2005.
10. I understand that Plaintiff ISG and Conex entered into an agreement in California (the "California Agreement") in 2005. InterSearch was not a party to the California Agreement and did not authorize Conex to enter into the California Agreement.
11. I understand that on or about August 28, 2007, InterSearch received an express courier package at its United Kingdom accounting office that contained a copy of the New York Declaratory Judgment Action. I further understand that the package was forwarded to and received by InterSearch's office in the Netherlands on or about September 6, 2007. InterSearch, however, did not recognize the significance of the package until after

September 7, 2007.

12. InterSearch is in the process of formalizing a licensing agreement with Cook Associates, Inc., an Illinois corporation, and expects that a formal agreement between InterSearch and Cook will be executed in the near future. The bulk of the communications between InterSearch and Cook have occurred in Chicago, Illinois and locations outside the United States. The negotiations have not occurred in New York.
13. I hereby declare under the penalty of perjury of the laws of the United States that the foregoing is true and correct.

EXECUTED at Bremen this 5th day of October, 2007.



Heinz-Dieter Hestermann

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